N E T I A

ANNOUNCEMENT
OF THE MANAGEMENT BOARD OF NETIA SPÓŁKA AKCYJNA
ON CONVENING AN EXTRAORDINARY GENERAL MEETING

The Management Board of Netia Spółka Akcyjna with its registered seat in Warsaw (the "**Company**"), acting on the basis of Art. 398, Art. 399 §1 in connection with Art. 402^1 and 402^2 of the Commercial Companies Code (the "**CCC**"), convenes for 13 January 2014 (Monday) at 12:00 an extraordinary general meeting of the Company (the "**EGM**") to be held in Warsaw at ul. Taśmowa 7a, 02-677 Warsaw.

Agenda:

1. Opening of the EGM.
2. Election of the chairman of the EGM.
3. Statement that the EGM was properly convened and that it may adopt resolutions.
4. Adoption of resolutions on changes in the composition of the Supervisory Board.
5. Closing of the EGM.

Information to shareholders

Right to participate in the EGM

The Management Board of the Company declares that, in accordance with Art. 406^1 of the Commercial Companies Code, the right to participate in the EGM is exclusively enjoyed by the persons who are shareholders of the Company sixteen days prior to the date of the EGM, i.e. on 28 December 2013 (the date of registration at the EGM, hereinafter referred to as the "**Registration Date**"), provided that they deliver to the entity which maintains their securities account a request for the issuance of a registered certificate confirming the right to participate in the EGM in the period from announcement of the convocation of the General Meeting to the first business day after the Registration Date, i.e. no later than 30 December 2013.

The list of shareholders authorised to participate in the EGM will be made on the basis of a list provided by the entity maintaining the depository of securities (i.e. the National Depository of Securities) and presented at the offices of the Company at ul. Taśmowa 7a, 02-677 Warsaw, between 10:00 and 16:00 hours, for the three business days prior to the holding of the EGM, i.e. between 8-10 January 2014.

During the three business days prior to the date of EGM the shareholders of the Company may demand delivery of a list of shareholders, free of charge by electronic mail, provided they notify the Company of the address to which such list should be sent. The request should be made in writing, signed by the shareholder or persons authorised to represent the shareholder and sent via email to wza@netia.pl in .pdf file format or any other format allowing it to be read by the Company or sent by fax to the following number: [48] (22) 338 30 10. The request should be accompanied with the copies of the documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

(i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or

(ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the Shareholder at the EGM (e.g. uninterrupted sequence of powers of attorney), and

(iii) if the request is given by a proxy, a copy of the proxy document signed by the shareholder or, by the persons authorized to represent that shareholder, documents mentioned in point (i) and (ii) above and a copy of the identification card, passport or any other official document confirming the proxy's identity or if the proxy is not an individual, a copy of an extract from

the relevant register or another document confirming the authority of an individual(s) to represent the proxy at the EGM (e.g. unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorised to represent the proxy at the EGM.

The terms of participating in the EGM via electronic means of communication are described in schedule No. 1 to this convocation notice.

Selected EGM-related rights of shareholders

One or several shareholders representing at least one twentieth of the share capital of the Company are authorised to:

(i) Demand the placement of specific matters on the agenda of the EGM. Such a request should be delivered to the Company's Management Board no later than twenty-one days prior to the date of the EGM, i.e.no later than 23 December 2013. The request should contain the grounds therefor or a draft resolution concerning a proposed item on the agenda. The request may be delivered via email to wza@netia.pl or sent by fax to the following number: [48] (22) 338 30 10.

(ii) Presenting to the Company in writing or via email to wza@netia.pl or by fax to the following number: [48] (22) 338 30 10, before the date of the EGM, written draft resolutions concerning the matters on the agenda of the EGM or matters which are to be placed on the agenda.

The above requests should be accompanied with the copies of the documents confirming the identity of the shareholder of the Company and/or the persons authorized to represent the shareholder, including:

(i) a certificate or depository certificate issued by the entity which maintains the securities account in which the shares in the Company held by the shareholder are registered, confirming that the person is in fact the shareholder of the Company and that he holds at least one twentieth of the share capital.

(ii) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or

(iii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. uninterrupted sequence of powers of attorney), and

(iv) if the request is given by a proxy, a copy of the proxy document signed by the shareholder or, by the persons authorized to represent that shareholder with a copy of the identification card, passport or any other official document confirming the proxy's identity or if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of an individual(s) to represent the proxy at the EGM (e.g. unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorised to represent the proxy at the EGM.

At the EGM each shareholder of the Company present at the EGM may present draft resolutions concerning the matters on the agenda.

Manner of participation in the EGM and the exercise of voting rights

A shareholder who is a natural person (an individual) may participate in the EGM and exercise voting rights either personally or through a proxy.

Shareholders other than individuals may participate in the EGM and exercise voting rights by a person authorised by law or contract to make representations of will on its behalf (a representative) or by proxy.

Shareholders have the right to participate in EGM **by using means of electronic communication**. The terms of participating in the EGM via electronic means of communication are described in schedule No. 1 to this convocation notice.

EGM proceedings are in Polish language. An English language translator will be present at the meeting. If so requested by a shareholder, the session will be interpreted into English. The statute of the Company does not provide for the right to exercise voting rights by post.

Registration of physical presence at the EGM

Persons authorised to participate in the EGM are requested to register and to collect a voting tool directly in front of the meeting room half an hour before the start of the EGM.

Registration of remote presence at the EGM

The statute of the Company provides for the right to participate in the EGM, to take the floor at the EGM or to exercise voting rights via the use of means of electronic communication. Schedule No. 1 to this announcement contains the description of the above form of participation in EGM and the description of the on-line registration procedure.

Power of Attorney

A power of attorney must be made in writing or granted electronically. We hereby announce that according to the commercial companies code shareholders have the right to grant the power of attorney for representation at the EGM to the members of the Company's Management Board and Company's employees. The Company enables the usage of the proxy form, available on the Company's website, which allows to grant a power of attorney to the members of the Company's Management Board. A power of attorney granted electronically does not need to be signed with a secure electronically verified signature with the use of a qualified certificate.

The electronic power of attorney should be deliver to the Company via email to the following address: wza@netia.pl (or by fax to the following number: [48] (22) 338 30 10) by despatching to the above address a .pdf file format version of the document of the power of attorney (or any other electronic format enabling it to be read by the Company) signed by a shareholder or, in the case of shareholders other than individuals, by the persons authorised to represent the shareholder.

In order to identify the shareholder who granted the power of attorney notice of the granting of a power of attorney electronically should contain (as an attachment in the form of a .pdf file or any other format enabling it to be read by the Company):

(i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or
(ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. uninterrupted sequence of powers of attorney).

In the event of doubt as to the completeness, the reliability or the authenticity of the copies of the above mentioned documents, the Management Board of the Company reserves the right to demand that the proxy present the following at the time of making the attendance register:

(i) if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorised to confirm that a copy of an identification card, a passport or any other official document confirming the identity of the shareholder is a true and correct copy of the original; or

(ii) if the shareholder is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. unbroken sequence of powers of attorney).

In order to identify the proxy, the Management Board of the Company reserves the right to demand from the proxy presentation of the following at the time of drawing-up the attendance register:

(i) if the proxy is an individual, a copy of the identification card, passport or any other official document confirming proxy's identity; or

(ii) if the proxy is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a copy of an extract from the relevant register or another document confirming the authority of an individual(s) to represent the proxy at the EGM (e.g. unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorised to represent the proxy at the EGM.

The forms referred to in Art. 402^3 §1.5 of the CCC, authorising the proxy to exercise voting rights through a proxy are provided on the Company's website http://www.inwestor.netia.pl. The Company does not require that the power of attorney be granted on such form only.

Furthermore, the Management Board of the Company declares that if a shareholder grants a power of attorney with voting instructions, the Company will not verify if the proxies did exercise the voting rights in accordance with the instructions received from the shareholders. In light of the above, the Management Board of the Company stresses that the voting instructions should be delivered to the proxy only.

The Company underlines that a shareholder using electronic means of communication bears the sole and exclusive risk related with the use of such means of communication, including the risk of communication breakdown, the risk of transmission delay and inability to execute shareholders' rights due to technical difficulties and limitations connected with this form of participation in EGM. The notice of granting a power of attorney electronically and the written draft resolutions concerning the matters on the agenda of the EGM or matters which are to be placed on the agenda should be delivered to the Company no later than at the end of the day preceding the date of the EGM. The Company cannot guarantee that it will be able to verify the identity of shareholders presenting draft resolutions or granting a power of attorney on the date of the EGM.

Materials relating to the General Meeting

Any person authorised to participate in the EGM may obtain the full and complete text of the documentation and resolution drafts which have to be presented at the EGM, if no resolutions have been proposed, the comments of the Management Board or the Supervisory Board of the Company relating to the matters on the agenda of the EGM or the matters which are to be including on the agenda prior to the EGM, from the Company's website http://www.inwestor.netia.pl or from ul. Taśmowa 7a, 02-677 Warszawa, between 10:00 and 16:00 hours.

Other information

All the information relating to the EGM will be available at the Company's website http://www.inwestor.netia.pl.

Moreover, the Management Board of the Company declares that any and all matters which are not covered by this announcement will be governed by the Commercial Companies Code and the statute of the Company. Therefore, the shareholders are asked to review the above regulations.

In case of any questions or doubts relating to participation in the General Meeting please contact with Legal Department, Contact Person: Rafał Wróblewski at tel. 22 352 20 81 or Magdalena Miara at tel. 22 352 20 47, email: wza@netia.pl or rafal.wroblewski@netia.pl or magdalena.miara@netia.pl.

Schedule No. 1 to the announcement on convening the Extraordinary General Meeting of Netia S.A. dated 13 January 2014

I. Remote voting system.

The Company allows to participation in the EGM, without physical presence in the meeting hall, through an internet remote voting system, Remote Voting® (the "**RVS**").
The RVS enables persons to observe the live transmission, to execute the voting right remotely and to communicate with the meeting hall through text messaging. The detailed RVS user manual is presented on the Company's website: www.investor.netia.pl.
The login procedure for the RVS is made through the website: www.investor.netia.pl., section "Ład Korporacyjny - Walne Zgromadzenia Akcjonariuszy" (Corporate governance – General Meetings of Shareholders). Logging in the RVS is possible up to the time of the closing of the EGM and after registration process is made in accordance with point III below. The Company underlines that a shareholder using the RVS bears the sole and exclusive risk related with the use of such means of participation in the EGM. The Company reserves the right to verify the identity of persons registering in RVS in particular through verification of obtained forms or phone contact with a shareholder or his proxy.

Shareholders who fulfill the above mentioned requirements will have ability to remotely participate in the EGM .

II. Technical requirements.

- Computer with audio functionality with speakers or headphones.
- Operating system – MS Windows recommended – or alternative with installed audio tool which works with Windows Media Video format.
- Installed Web browser with activated JavaScript tool – recommended MS Internet Explorer or Mozilla Firefox.
- Internet connection with a minimum bandwidth of 512 kbps.
- Screen 1024x768 pixels.
- Please note that during online transmission delays typical for video streaming over the web are possible.

III. Registration requirements - login and access password to the RVS.

To obtain an RVS login and password the shareholder or his proxy should perform the actions described in points A and C below. The company underlines that notifying the Company about the remote participation in EGM, described in point A below, can not be done earlier than the 25th day before the EGM (i.e. no earlier than 19 December 2013). The activity of the registration described in the point C can not be done before receiving the confirmation from the Company described into the point B.

A. The shareholder (personally or by proxy) should notify the Company, no earlier than the 25th day before the EGM (i.e. no earlier than 19 December 2013) and no later than noon CET on the day preceding the EGM day (i.e. noon CET on 12 January 2014), with the relevant form enclosed below, concerning remote participation in the EGM:

RVS Activation Form No.1 (designed for the shareholder), signed by the shareholder, should be send by e-mail to the Company to the wza@netia.pl address in .pdf format (or other format readable by the Company). To identify the shareholder, together with the RVS Activation Form No.1, should also be sent in .pdf format (or other format readable by Company):

(i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or (ii)if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several

individuals to represent the shareholder at the EGM (e.g. uninterrupted sequence of powers of attorney).

RVS Activation Form No.2 (designed for a proxy), signed by a proxy, should be sent to the Company via email to the following address: *wza@netia.pl*, in .pdf format (or any other electronic format enabling it to be read by the Company). In order to identify the shareholder, together with RVS Activation Form No.2 should be sent in .pdf format (or any other format enabling it to be read by the Company): (i) if the shareholder is an individual, a copy of the identification card, passport or any other official document confirming the shareholder's identity; or (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the EGM (e.g. uninterrupted sequence of powers of attorney). In order to identify the proxy, together with RVS Activation Form No.2 should be sent in .pdf format (or any other format enabling it to be read by the Company): (i) the signed power of attorney; (ii) if the proxy is an individual, a copy of the identification card, passport or any other official document confirming proxy's identity; or (iii) if the proxy is not an individual, a copy of an extract from the relevant register or another document confirming the authority of an individual(s) to represent the proxy at the EGM (e.g. unbroken sequence of powers of attorney) and an identification card, passport or any other official document confirming the identity of one or several individuals authorised to represent the proxy at the EGM.

B. After the verification of forms described in point A above, the Company will send to the person submitting the relevant forms an e-mail confirming that the start of the registration procedure described in the point C is possible.

C. Procedure of the registration of a shareholder or proxy in the RVS.

Gaining access to the RVS is preceded by the process of registration, which begins after receiving the confirmation from the Company (described in point B). The shareholder or the proxy are obliged to make registration action described in the point C before hour 12.00 CET in the day before the EGM day, that is before hour 12.00 CET 11 of the January of 2014 . The registration begins on www.inwestor.netia.pl page and clicking on the icon marked "*Gain access for remote voting at the EGM"*. After performing the above step a person trying to gain access to the above system is asked to perform the following actions:

1. Filling out the electronic form containing the following fields:
(forms are available for natural person and for legal entities):
Data of the shareholder – legal entity:
- Name
- Address
- Phone
- e-mail address

Data of the shareholder – natural person:
- Full name
- Address
- Phone
- e-mail address

Data of the certificate of the right to participate in EGM:
- Number of the certificate
- Number of shares

2. Confirmation by pressing the "Accept" button. Subsequently the verification of correctness of the data in the form and again confirmation by pressing the "Send" button. The browser will show at this stage the summary report confirming that registration step was completed successfully: *"Operation*

completed successfully. A message with information about next step in registration procedure was sent to email given in the form..”

3. In the next step a special activation email is sent to the previously provided e-mail address. This email contains an activation link and instructions for next steps: *“Click the link to finish the registration procedure. A special form will appear in your default web browser. You will be able to create password for your RVS account. In read-only field you will see your login and previously declared number of shares. The link: http://rejestracja.cosk.pl/..... ”*

4. Using mentioned in point 3, the activation link should result in the displaying of the next form which contains the following fields:

“Login: ……..…..…..
Previously declared number of shares: ..... Password:.....
Confirm password: .....
The password must contain 8 characters, at least one capital letter and one digit. Acceptable characters are the letters from A to Z and the digits from 0 to 9. ”

5. After setting a password and approving it by clicking on “Confirm password”, the following message will be shown:

“Pre-registration in RVS completed. ”

6. The newly-created account will be active from the moment of it being verified by the Company. This fact will be confirmed with an e-mail sent to the shareholder/proxy.

“Please note that user account of ***Name of the Shareholder, full name of the proxy with the login name and the number of shares … … ….****. has been activated, and therefore using the login and password voting at the General Meeting of the Shareholders of Netia S.A. on* ***date, time*** *is possible. The following links are leading to the Remote Voting ® system and the instruction of the voting and the communication during the General Meeting: http://www.cosk.pl/rv/info.”*

IV. Reservation to the usage of login and password to the RVS.

Login and password authorize the registration at only one General Meeting. The Company underlines that a shareholder or a proxy bears the sole and exclusive risk related with the improper or unauthorized use of login and access password.

V. The RVS Activation Forms.

RVS Activation Form No.1

I (We), the below signed, a shareholder (representative of a shareholder) of Netia S.A. with its registered seat in Warsaw, hereby declare that ……..……..……. (*shareholder's full name/ business name*) (the "**Shareholder**") registered …….. (*number*) shares in the Company,

I (we) hereby notify that the Shareholder will participate remotely in Netia's Extraordinary Shareholders' Meeting convened for January 13, 2014 (the "**EGM**").We accept the announced rules of participation in the EGM by use of the means of electronic communication.

The number of the certificate on the right to participate in the EGM and the name of the institution issuing the certificate: …….

E-mail address: …….

Contact phone number: …….

Shareholder data / data of persons authorised to represent the Shareholder

Name: ..... Company: ..... Function..... Address:	Name: ..... Company: ..... Function:..... Address:.....

Signature of shareholder / persons authorised to represent the shareholder

_____	_____
(*signature*)	(*signature*)
Place:	Place: .....
Date:	Date: .....

RVS Activation Form No.2

I (We), the below signed, a proxy of the below identified shareholder (representative of a proxy) of Netia S.A. with its registered seat in Warsaw, hereby declare that ……..……..…….. (*shareholder's full name/ business name*) (the "**Shareholder**") registered …….. (*number*) shares in the Company,

I (we) hereby notify that the proxy of the Shareholder will participate remotely in Netia's Extraordinary Shareholders' Meeting convened for January 13, 2014 (the "**EGM**").We accept the rules of participation in the EGM by use of means of electronic communication.

The number of the certificate on the right to participate in the EGM and the name of the institution issuing the certificate: …….

E-mail address: …….

Contact phone number: …….

Proxy data / data of persons authorised to represent the proxy

Name: ..... Company: ..... Function..... Address:	Name: ..... Company: ..... Function:..... Address: ....

Signature of proxy/ persons authorised to represent the proxy

_____	_____
(*signature*)	(*signature*)
Place:	Place: .....
Date:	Date: .....